

Receipt Number: 11157

File Number **DL026510**



**ARTICLES\_OF\_ORGANIZATION**

For

**LEGACY DESIGN GROUP, LLC**

Filed at the request of:

CINDY QUAM  
THE RIVETT GROUP LLC  
1910 EIGHTH AVENUE NE  
PO BOX 4850  
ABERDEEN SD 57402

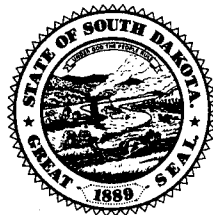
*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Tuesday, December 13, 2011**

  
Secretary of State

Fee Received: \$150.00

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL026510

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **LEGACY DESIGN GROUP, LLC** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

**ACCORDINGLY** and by virtue of the authority vested in me by law, I hereby issue this Certificate of Organization and attach hereto a duplicate of the Articles of Organization.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused to be  
affixed the Great Seal of the State of  
South Dakota, in Pierre, the Capital City,  
this December 13, 2011.



Jason M. Gant  
Secretary of State

Filed this 12th day of Dec. 2011  
James J. Jant  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION OF  
LEGACY DESIGN GROUP, LLC

RECEIVED  
DEC 13 2011  
S.D. SEC. OF STATE

I, the undersigned person, who shall be a member upon the issuance of a certificate of organization from the Secretary of State, acting as organizer of a limited liability company under Chapter 47-34A of the South Dakota Codified Laws, adopt the following Articles of Organization for Legacy Design Group, LLC.

ARTICLE 1

NAME

The name of the limited liability company is Legacy Design Group, LLC.

ARTICLE 2

INITIAL DESIGNATED OFFICE

The address of the initial designated office is 1910 8th Avenue NE, Aberdeen, South Dakota 57401.

ARTICLE 3

INITIAL AGENT FOR SERVICE OF PROCESS

Ryan J. Rivett is the initial noncommercial agent for service of process and his street address is 1910 8th Avenue NE, Aberdeen, South Dakota 57401.

ARTICLE 4

ORGANIZER

The organizer of the limited liability company is Ryan J. Rivett and his residence address is 1827 N. Jay Street, Aberdeen, South Dakota 57401.

ARTICLE 5

DURATION

The duration of this limited liability company is perpetual commencing with the date of the filing of these Articles of Organization with the Secretary of State and continuing until the dissolution of the limited liability company in accordance with the provisions of its Operating Agreement or South Dakota law.

ARTICLE 6  
MANAGEMENT

The limited liability company shall be member managed.

ARTICLE 7  
LIABILITY OF MEMBERS AND MANAGERS

No member or manager of this limited liability company shall be liable for the debts, obligations, and liabilities of the limited liability company, whether arising in contract, tort, or otherwise.

To the extent permitted by South Dakota law, no member or manager of the limited liability company shall be liable to the limited liability company, or its members, for monetary damages for an act or omission made in the capacity as a member or manager of the limited liability company; except, this Article does not eliminate or limit the liability of a member or manager to the extent that the member or manager is found liable for (i) a breach of the duty of loyalty to the limited liability company or its members; (ii) an act or omission, not in good faith, that constitutes a breach of duty to the limited liability company, or an act or omission that involves intentional misconduct or a knowing violation of law; (iii) a transaction from which the member or manager received an improper benefit whether or not the benefit resulted from an action taken within the scope of the member's or manager's office; or (iv) an act or omission for which the liability of a member or manager is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the limited liability company shall be prospective only and shall not adversely affect any limitation on the liability of a member or manager existing at the time of the repeal or amendment. The foregoing elimination of liability to the limited liability company or its members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a member or manager may be entitled under any other provision of the Articles of Organization, the Operating Agreement, any contract or agreement, a vote of members, or otherwise.

ARTICLE 8  
PURPOSE

This limited liability company is currently organized for the purpose of civil engineering and design services; however, this limited liability company is also organized for the purpose of conducting any lawful business, promoting any lawful purpose, and engaging in any lawful act or activity for which limited liability companies may be organized under the laws of South Dakota.

ARTICLE 9  
RIGHTS

This limited liability company shall have all rights and powers provided for pursuant to the laws of South Dakota.

ARTICLE 10  
OPERATING AGREEMENT

An Operating Agreement will be adopted by the majority vote of the members in accordance with their membership interests. The power to alter, amend, or to repeal the Operating Agreement, or adopt a new Operating Agreement, is vested in the members by the majority vote of the members in accordance with their membership interests.

ARTICLE 11  
AMENDMENT OF ARTICLES

These Articles of Organization may be amended, modified, supplemented, or restated in any manner permitted by applicable law upon the majority vote of the members in accordance with their membership interests.

Date: \_\_\_\_\_

12/12/11



\_\_\_\_\_  
Ryan J. Rivett, Organizer